



THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

3-273A035

DIRECT LINE (312) 984-3821

September 29, 1993

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

18704-B
SEP 30 1993 8 25 PM
INTERSTATE COMMERCE COMMISSION
RECEIVED
OFFICE OF THE
SECRETARY
SEP 30 2 11 PM '93
LICENSING BRANCH

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 2
dated as of August 25, 1993, a secondary document
supplementing the Manufacturing Agreement dated
as of April 5, 1993.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Johnstown America Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked	Numbered
5-unit articulated 53' all-purpose spine cars.	FCA	230	TTAX	653325-653554

Sidney L. Strickland, Jr.
September 29, 1993
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:


- (1) Manufacturing Agreement dated April 5, 1993, recorded on April 22, 1993, recordation number 18204.
- (2) Manufacturing Agreement Supplement No. 1 dated April 28, 1993, recorded on May 28, 1993, recordation number 18204-A.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 230 5-unit 53' articulated all-purpose spine cars numbered 653325-653554".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

18204-b

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of August 25, 1993 between JOHNSTOWN AMERICA CORP. (the "Manufacturer") and TTX COMPANY (the "Company").

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FEDERAL COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of April 5, 1993 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

JOHNSTOWN AMERICA CORP.

By: *Michael P. Shiff*
Director

(Corporate Seal)

ATTESTATION:

[Signature]
Assistant Secretary

TTX COMPANY

By: *TD Mason*
Treasurer

(Corporate Seal)

ATTESTATION:

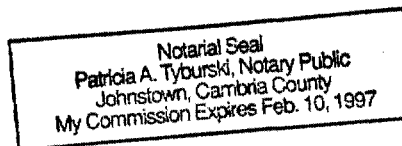
[Signature]
Assistant Secretary

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF CAMBRIA)

On this 27th day of September 1993, before me personally appeared Michael P. Siska, Jr., to me personally known, who, being by me duly sworn, says that he is a Director, Mktg. & Sales Admin. of JOHNSTOWN AMERICA CORP. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Tyburski
Notary Public

(NOTARIAL SEAL)



STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 27 day of August, 1993, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"
Jane M. Wilhelm
Notary Public, State of Illinois
My Commission Expires 3/3/97

Jane M. Wilhelm
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 2
JOHNSTOWN AMERICA CORPORATION
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Incl.)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month of Delivery</u>	<u>Spec. (Contract Number)</u>
TTAX A)	170	653325-653494			Sept-Nov. '93	T-4C92-
B)	60	653495-653554			Nov. '93	T-4C92-

ITEM 2: A) March 31, 1994
B) May 31, 1994

ITEM 3: To be determined

ITEM 4: 17 Johns Street
Johnstown, PA 15907

* Five-Platform Articulated All Purpose Flat Cars to handle containers and 28 ft. through 53 ft. trailers with deck 36 1/2" above rail. TTX Specification No. 68-43-061592, dated June 15, 1992, revised October 1, 1991 and TTX Supplemental Specification No. 68-43-061592 dated June 15, 1992, revised September 9, 1992. Johnstown America Specification #1400-660 dated February 11, 1993

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